

*The Girls' Friendly Society  
of the Diocese of Los Angeles*

**BYLAWS**

**Revised, 1979**

**Revised, 1988**

**Revised, 1994**

**Revised, 1996**

**Revised, 2005**

**Revised, 2009**

**The portions in bold type reflect GFS/USA Bylaws and Policies binding on the Society.**

**ARTICLE I. NAME**

**The name of this organization shall be "The Girls' Friendly Society of the Diocese of Los Angeles", hereinafter sometimes called the Society or GFS/LA.**

**ARTICLE II. PURPOSE**

**The purpose of The Girls' Friendly Society is to provide a weekday girls program within the Episcopal Church whose members accept the Christian faith and seek in the fellowship of worship, study, work and play to serve God and extend his kingdom.**

**ARTICLE III. MEMBERSHIP**

Section 1. Classes of Membership

- a. Active Members: **Membership shall be granted to all girls between the ages of five (5) and twenty-one (21) who are members in good standing of a branch** and who have completed the requirements for admission.
- b. Sustaining Membership shall be granted at the pleasure of the Board in recognition of outstanding commitment to the Girls' Friendly Society program. Sustaining Membership is an honorary class of membership.
- c. GFS/LA Branch Advisors/Leaders and women who have demonstrated their commitment to the Society are eligible to serve on the GFS/LA Board.
- d. GFS Sponsors: Women who are of twenty-one years of age or over who are interested in furthering the purposes of the GFS organization may become a GFS Sponsor. If there is an organized group, the primary GFS Sponsor Group President/Advisor must be a communicant of the Episcopal Church in the United States of America. A Sponsor Group may have additional member who may or may not be communicants of the Episcopal Church in the United States of America.

## ARTICLE III

### Section 2. Affiliation

- a. **The Parish Branch shall be the basic unit of the Society and shall be organized and established by petitioning the Diocesan Board with the written consent of the parish clergy or the Bishop of the Diocese.** A charter shall be issued to each branch.
- b. **The Diocesan Organization includes all branches within the diocese and shall have the power to conduct its own affairs in harmony with the requirements and policies of The Girls' Friendly Society of the United States of America, Inc.**

## ARTICLE IV. OFFICERS

### Section 1. Officers Named

The officers shall consist of a President, Vice-President, Secretary and Treasurer.

### Section 2. Nomination and Election Term

Officers shall be elected for a term of 3 (three) years. They shall assume office upon installation at the Anniversary Service.

### Section 3. Duties Nomination and Election of Officers

The Nominating Committee shall present a single slate for the offices to be filled. Additional nominations with the consent of the nominee may be made in writing to the Nominating Chairman. Officers shall be elected at the Annual Meeting for a term of three (3) years.

The Officers shall be nominated for election pursuant to the terms of Article VII, Section 1. Elections shall be held at the Annual Meeting.

### Section 4. Vacancies

Vacancies among officers may be filled by a majority vote of the Board with recommendations from the Nominating Committee. Person so elected shall serve until the end of the original term of office.

### Section 5. Duties of Officers

- a. The President shall preside at meetings of the Society. She shall appoint a Chaplain, Parliamentarian, and Historian. The President shall, with the approval of the Board, appoint others as she deems necessary. She shall prepare an annual report and shall represent GFS/LA at Diocesan meetings and events.

## ARTICLE IV

### Section 5. Duties of Officers, Continued

- b. The Vice-President shall assist the President and shall assume the duties of the President in her absence. She may coordinate arrangements for special GFS events in the diocese. She shall be responsible for sending remembrances from the Board.
- c. The Secretary shall keep the minutes of the Society and shall send copies of the minutes with notification of the next meeting to the Board prior to the meeting. She shall conduct the general correspondence of the Society and prepare an annual calendar. She shall maintain a correct roster and a file of essential records.
- d. The Treasurer shall coordinate and supervise the financial affairs of the Society. The Treasurer shall receive all funds for the Society and she shall make payments in accordance with the budget. She shall keep full and accurate accounts and shall present current financial statements at Board meetings. She shall prepare the annual budget and present it for approval at the Annual Meeting. A Finance Committee may be appointed to assist the Treasurer.
- e. The records and files of each officer shall be transferred to her successor at the close of her term of office.

## ARTICLE V. MEETINGS AND QUORUMS

### Section 1. Annual Meeting

The Annual Meeting of the Society shall be held during January.

### Section 2. Special Meetings

Special meetings shall be called upon the written request of 1/3 (one-third) of the active branches.

### Section 3. Voting

Each Diocesan Board Member and all Branch delegates shall have 1 (one) vote. Sustaining Members may attend and participate but may not vote.

### Section 4. Quorum

A quorum shall consist of 1/5 (one-fifth) of the voting members.

## ARTICLE VI. GOVERNING BODIES

### Section 1. Board of Directors

#### a. Membership Named

The Board shall consist of the officers, 3 (three) Directors at Large, and the chairmen of the Standing Committees. **The Board shall be representative of the membership.**

#### b. Term

Members of the Board shall be elected for a term of 3 (three) years

#### c. Nomination and Election

The Board of Directors shall be nominated for election pursuant to the terms of Article VII, Section 1. Elections shall be held at the Annual Meeting.

#### d. Authority and Duty

The Board shall have general charge and control of the affairs, funds and property of GFS/LA. It shall also act as a policy making and planning body.

#### e. Regular and Special Meetings

Regular Diocesan Board Meetings shall be held no less than two times a year. Special Meetings may be called by the President of the Board. Business matters which require a board vote may also be conducted via email communication.

#### f. Vacancies

Vacancies on the Board may be filled by the Executive Committee with recommendations from the Nominating Committee. Persons so appointed shall serve until the end of the original term of office.

#### g. Quorum

A majority of the Board shall constitute a quorum.

### Section 2. Executive Committee

#### a. Membership Named

The Executive Committee shall be composed of the officers of the Society.

#### b. Authority and Duty

The President shall call Executive Committee meetings. The Executive Committee shall have all authority and power of the Board to take emergency actions between meetings of the Board. A majority of the Officers shall constitute a quorum for the purpose of taking such emergency actions. The action of the Executive Committee shall be submitted to the Board for ratification at its next meeting.

## **ARTICLE VII. ELECTIONS**

### Section 1. Nominations

The Nominating Committee shall present a single slate for the offices to be filled. Additional nominations with the consent of the nominee may be made in writing to the Nominating Chairman.

### Section 2. Elections

Elections shall be held at the Annual Meeting. All elections shall be decided by a plurality vote.

## **ARTICLE VIII. COMMITTEES**

### Section 1. Standing Committees Named

#### a. Nominating

The Nominating Committee shall be appointed by the chairman. The committee shall prepare a slate of those nominated for elective positions and shall mail the slate to Board members and delegates 15 (fifteen) days prior to the Annual Meeting.

### Section 1.

- b. Christian Concern
- c. Supply
- d. Leadership
- e. Special Events
- f. Camp
- g. Publicity
- h. Serigraph
- i. Senior Girls
- j. Historian
- k. Sustaining Members

The Sustaining Members Chairman shall present nominations for Sustaining Members to the Board.

### Section 2. Special Committees

Ad hoc committees may be created or dissolved by the President with the approval of the Board. The President shall designate their powers and term of appointment.

## **ARTICLE IX. FUNDS AND FINANCE**

### Section 1. Fiscal Year

The fiscal year shall be from January 1 to December 31.

### Section 2. Accounts and Audit

The books and accounts of the Society shall be kept in accordance with sound accounting practices and shall be audited in accordance with Diocesan policy.

### Section 3. Budget

The Treasurer shall prepare an annual budget for approval at the Annual Meeting. Any expense not provided for in the Budget shall be incurred and paid by the Treasurer only upon approval of the Board.

## **ARTICLE X. PARLIAMENTARY AUTHORITY**

Roberts's Rules of Order Newly Revised shall be the parliamentary authority for all matters not covered by the Bylaws or policies adopted by the Society.

## **ARTICLE XI. AMENDMENTS**

The bylaws may be amended by a  $\frac{2}{3}$  (two-thirds) vote of the members present at a meeting of the Society provided that the proposed amendment has been presented to the Board and mailed to Board members and delegates at least 15 (fifteen) days prior to the meeting. Therefore, these amendments cannot be passed until the next business meeting.